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Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
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Troika Media Group, Inc., et al.,¹ : Case No. 23-11969 (DSJ)
:
Debtors. : (Jointly Administered)
:
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**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON FEBRAURY 6, 2024 AT 10:00 A.M. (EASTERN TIME)**

Location of Hearing: The Hearing will be conducted remotely via Zoom for Government. Parties wishing to appear at the Hearing, whether in a “live” or “listen only” capacity, must make an electronic appearance through the “eCourtAppearances” tab on the Court’s website: <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl> no later than 4:00 p.m. on the business day before the Hearing (the “Appearance Deadline”). Following the Appearance Deadline, the Court will circulate by email the Zoom link to the Hearing to those parties who have made an electronic appearance. Parties wishing to appear at the Hearing must submit an electronic appearance through the Court’s website by the Appearance Deadline and not by emailing or otherwise contacting the Court.

¹ The Debtors in these chapter 11 cases and the last four (4) digits of each Debtor’s federal taxpayer identification number are as follows: Troika Media Group, Inc. (1552), Troika Mission Worldwide, Inc. (3406), Troika Services, Inc. (6042), Troika Design Group, Inc. (4560), Troika Production Group, LLC (3392), Troika-Mission Holdings, Inc. (8417), MissionCulture LLC (1903), Mission Media USA, Inc. (1312), Troika IO, Inc. (4013), CD Acquisition Corp. (5486), Converge Direct, LLC (0788), Converge Direct Interactive, LLC (8110), and Lacuna Ventures, LLC (2168). The Debtors’ executive headquarters are located at 25 West 39th Street, 6th Floor, New York, NY 10018.

Additional information regarding the Court's Zoom and hearing procedures can be found on the Court's website.

A. UNCONTESTED MATTERS

1. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Financing and the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief [Docket No. 12]

Objection Deadline: December 27, 2023, 4:00 p.m. (ET); extended for the Official Committee of Unsecured Creditors to January 16, 2024, 4:00 p.m. (ET)

Responses/Objections Received:

- A. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Financing and the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief [Docket No. 127]

Related Documents:

- A. Declaration of Robert White in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Financing and the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief [Docket No. 13]
- B. Interim Order (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Financing and the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief [Docket No. 29]
- C. Notice of Filing Proposed Final Order (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Financing and the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Modifying the Automatic Stay; and (V) Granting Related Relief [Docket No. 54]
- D. Notice of (A) Withdrawal of Docket No. 54; (B) Adjournment of Final DIP Hearing; and (C) Filing of Proposed Second Interim Order (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Financing and the Use of Cash

Collateral; (II) Granting Adequate Protection; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief [Docket No. 74]

- E. Second Interim Order (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Financing and the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief [Docket No. 76]
- F. Notice of Adjournment of Hearing Scheduled for January 23, 2024 [Docket No. 145]
- G. Notice of Adjournment of Hearing Scheduled for January 30, 2024 [Docket No. 151]

Status: The Debtors have resolved the objection filed by the Official Committee of Unsecured Creditors (the Committee) pursuant to a mediated settlement and revisions to the proposed form of order. This matter is going forward on an uncontested basis so long as the parties agree to a revised form of order acceptable to the Committee.

- 2. Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter into the Stalking Horse APA and to Provide the Stalking Horse Bid Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (F) Granting Related Relief; and (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 14]

Objection Deadline:

Sale Objection Deadline:² January 19, 2024, at 4:00 p.m. (ET); extended for the Official Committee of Unsecured Creditors to January 25, 2024, 4:00 p.m. (ET)

² The "Sale Objection Deadline" refers to the deadline for any objection to a sale of the Assets, including to (i) a sale of the Assets free and clear of all liens, claims, interests, and encumbrances pursuant to section 363(f) of the Bankruptcy Code and (ii) entry of any Sale Order. The "Post-Auction Objection Deadline" refers to the deadline for any objection to the conduct of the Auction and/or the particular terms of the Sale to the Successful Bidder, including the ability of the Successful Bidder to provide adequate assurance of future performance with respect to any Assigned Contract. Capitalized terms have the meanings given to them in the *Order (I) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (II) Authorizing the Debtors to Enter into the Stalking Horse APA and to Provide the Stalking Horse Bid Protections Thereunder, (III) Scheduling an Auction and Approving the Form and Manner of*

Post-Auction Objection Deadline: January 25, 2024, 4:00 p.m. (ET)

Responses/Objections Received:

- A. Objection of the Official Committee of Unsecured Creditors to Sale of Debtors' Assets [Docket No. 148] (the "Sale Objection")

Related Documents:

- A. Declaration of G. Grant Lyon in Support of First Day Motions [Docket No. 11]
- B. Notice of Filing of Revised Proposed Order (I) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (II) Authorizing the Debtors to Enter into the Stalking Horse APA and to Provide the Stalking Horse Bid Protections Thereunder, (III) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (IV) Approving Assumption and Assignment Procedures, (V) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (VI) Granting Related Relief [Docket No. 73]
- C. Order (I) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (II) Authorizing the Debtors to Enter into the Stalking Horse APA and to Provide the Stalking Horse Bid Protections Thereunder, (III) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (IV) Approving Assumption and Assignment Procedures, (V) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (VI) Granting Related Relief [Docket No. 77]
- D. Notice of Sale by Auction and Sale Hearing [Docket No. 90]
- E. Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired leases in Connection with Sale of All or Substantially All Assets [Docket No. 96]
- F. Notice of Cancellation of Auction and Selection of Successful Bidder [Docket No. 143]
- G. Notice of Contracts to Be Assumed and Assigned at Closing [Docket No. 147]
- H. Notice of Adjournment of Hearing Scheduled for January 30, 2024 [Docket No. 151]
- I. Declaration of Robert White in Support of Sale Motion [Docket No. 168]

Status: The Debtors have resolved the objection filed by the Committee pursuant to a mediated settlement and revisions to the proposed form of order. This matter is

Notice Thereof, (IV) Approving Assumption and Assignment Procedures, (V) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof and (VI) Granting Related Relief [Docket No. 77].

going forward on an uncontested basis so long as the parties agree to a revised form of order acceptable to the Committee.

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Dated: February 2, 2024
New York, New York

WILLKIE FARR & GALLAGHER LLP

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